# FORM D RECEIVED MAR - 3 2006 199 CUT UN

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

### FORM D

## NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY
Prefix Serial



Name of Offering ( check if this is an amendment and name has changed, and indicate change.) Sale of Non-managing Membership Interests ☐ Section 4(6) Filing Under (Check box(es) that apply): □ Rule 505 ⋈ Rule 506 □ ULOE □ Rule 504 New Filing Type of Filing: ☐ Amendment A. BASIC IDENTIFICATION DATA Enter the information requested about the issuer Name of Issuer ( check if this is an amendment and name has changed, and indicate change.) Kleiner Perkins Caufield & Byers XII, LLC Address of Executive Offices (Number and Street, City State, Zip Code) Telephone Number (Including Area Code) 2750 Sand Hill Road, Menlo Park, CA 94025 650-233-2750 (Number and Street, City State, Zip Code) Address of Principal Business Operations Telephone Number (Including Area Code) PROCESSED (if different from Executive Offices) **Brief Description of Business** Issuer is a venture capital investment fund. THOMSON FINANCIAL Type of Business Organization □ corporation plimited partnership, already formed □ business trust ☐ limited partnership, to be formed Limited Liability Company Month Year 0 Actual or Estimated Date of Incorporation or Organization: 1 0 | 6 □ Estimated Actual (Enter two-letter U.S. Postal Service abbreviation for State: Jurisdiction of Incorporation or Organization: E CN for Canada; FN for other foreign jurisdiction)

#### **GENERAL INSTRUCTIONS**

**Federal:** Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State: This Notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

### ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA											
2. Enter the information requested for the following:											
• Each promoter of the issuer, if the issuer has been organized within the past five years;											
		power to vote or dispose	e, or direct the vote or d	lisposition of, 1	0% о	r more of a class of					
	<ul> <li>equity securities of the issuer;</li> <li>Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership</li> </ul>										
issuers; and											
Each general and managing partner of partnership issuers.											
Check Box(es) that Apply:	□ Promoter	□ Beneficial Owner	□ Executive Officer	□ Director	$\boxtimes$	General and/or					
						Managing Partner					
Full Name (Last name first,	ŕ										
KPCB XII Associates, I											
Business or Residence Address	•		Code)								
2750 Sand Hill Road, M	<del></del>										
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☑ Executive Officer	☐ Director		General and/or Managing Partner					
Full Name (Last name first,	Full Name (Last name first, if individual)										
Byers, Brook H.											
Business or Residence Addre	ess (Number and	d Street, City, State, Zip	Code)								
2750 Sand Hill Road, M	2750 Sand Hill Road, Menlo Park, CA 94025										
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☑ Executive Officer	☐ Director		General and/or Managing Partner					
Full Name (Last name first,	if individual)										
Denniston, John											
Business or Residence Addre	ess (Number and	d Street, City, State, Zip	Code)								
2750 Sand Hill Road, M	ienlo Park, CA	94025									
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☑ Executive Officer	☐ Director		General and/or Managing Partner					
Full Name (Last name first,	if individual)										
Doerr, John											
Business or Residence Addre	ess (Number and	Street, City, State, Zip	Code)								
2750 Sand Hill Road, M	ienio Park, CA	94025									
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☑ Executive Officer	☐ Director		General and/or Managing Partner					
Full Name (Last name first, i	if individual)										
Flint, Juliet											
Business or Residence Addre	ess (Number and	Street, City, State, Zip	Code)								
2750 Sand Hill Road, M	lenlo Park, CA	94025									

3. Enter the information req	•	<del>-</del>								
=		_	d within the past five year		٥,					
	• Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;									
	• Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership									
issuers; and	our and anough	or or corporate issuers	and of corporate general	una managma	Pu.	mers of partitership				
Each general and ma	anaging partner	of partnership issuers.								
	-									
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☑ Executive Officer	☐ Director		General and/or Managing Partner				
Full Name (Last name first, if	f individual)									
Joy, William Nelson										
Business or Residence Addre	ss (Number an	d Street, City, State, Zip	Code)							
2750 Sand Hill Road, Me	enlo Park, Cali	fornia 94025								
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☑ Executive Officer	☐ Director		General and/or Managing Partner				
Full Name (Last name first, if	f individual)									
Komisar, Randy										
Business or Residence Address	ss (Number and	d Street, City, State, Zip	Code)							
2750 Sand Hill Road, Me	enlo Park, CA	94025								
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☑ Executive Officer	☐ Director		General and/or Managing Partner				
Full Name (Last name first, if	f individual)									
Lacob, Joseph										
Business or Residence Address	ss (Number and	d Street, City, State, Zip	Code)							
2750 Sand Hill Road, Me	enlo Park, CA	94025								
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner		☐ Director		General and/or Managing Partner				
Full Name (Last name first, if	findividual)									
Lane, Raymond										
Business or Residence Address	ss (Number and	d Street, City, State, Zip	Code)							
2750 Sand Hill Road, Me	enlo Park, CA	94025								
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☑ Executive Officer	☐ Director		General and/or Managing Partner				
Full Name (Last name first, if	individual)									
Lee, Aileen										
Business or Residence Address	ss (Number and	d Street, City, State, Zip	Code)							
2750 Sand Hill Road, Me	enlo Park, CA	94025								
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☑ Executive Officer	☐ Director		General and/or Managing Partner				
Full Name (Last name first, if	individual)									
Lee, Ying										
Business or Residence Addres	ss (Number and	d Street, City, State, Zip	Code)							
2750 Sand Hill Road, Me	nlo Park, CA	94025								

A. BASIC IDENTIFICATION DATA

<ul> <li>Enter the information requested for the formation requested for the formation requested for the formation.</li> <li>Each promoter of the issuer, if the is</li> <li>Each beneficial owner having the properties of the issuer;</li> <li>Each executive officer and director issuers; and</li> </ul>	suer has been organized ower to vote or dispose r of corporate issuers	e, or direct the vote or d	isposition of, 1		
Each general and managing partner of the second secon	of partnership issuers.				
Check Box(es) that Apply: ☐ Promoter	☐ Beneficial Owner		□ Director	0	General and/or Managing Partner
Full Name (Last name first, if individual)	······································				
Mead, Dana					
Business or Residence Address (Number and	Street, City, State, Zip	Code)	<del></del>		· · · · · · · · · · · · · · · · · · ·
2750 Sand Hill Road, Menlo Park, Califo	ornia 94025				
Check Box(es) that Apply: ☐ Promoter	☐ Beneficial Owner	☑ Executive Officer	☐ Director		General and/or Managing Partner
Full Name (Last name first, if individual)					
Murphy, Matt					
Business or Residence Address (Number and	Street, City, State, Zip	Code)			
2750 Sand Hill Road, Menlo Park, CA 9					
Check Box(es) that Apply: ☐ Promoter	☐ Beneficial Owner	☑ Executive Officer	☐ Director		General and/or Managing Partner
Full Name (Last name first, if individual)					
Nazre, Ajit		<del> </del>			
Business or Residence Address (Number and		Code)			
2750 Sand Hill Road, Menlo Park, CA 9					
Check Box(es) that Apply: ☐ Promoter	☐ Beneficial Owner	☑ Executive Officer	☐ Director		General and/or Managing Partner
Full Name (Last name first, if individual)					
Pao, Ellen					<del> </del>
Business or Residence Address (Number and	•	Code)			
2750 Sand Hill Road, Menlo Park, CA 9					
Check Box(es) that Apply: ☐ Promoter	☐ Beneficial Owner	☑ Executive Officer	☐ Director		General and/or Managing Partner
Full Name (Last name first, if individual)					
Schlein, Ted					
Business or Residence Address (Number and	•	Code)			
2750 Sand Hill Road, Menlo Park, CA 9					
Check Box(es) that Apply: ☐ Promoter	☐ Beneficial Owner	☑ Executive Officer	☐ Director		General and/or Managing Partner
Full Name (Last name first, if individual)					
Seidenberg, Beth					<del></del>
Business or Residence Address (Number and	- · · · · · · · · · · · · · · · · · · ·	Code)			
2750 Sand Hill Road, Menlo Park, CA 9	4025				

A. BASIC IDENTIFICATION DATA

	<ul> <li>5. Enter the information requested for the following:</li> <li>Each promoter of the issuer, if the issuer has been organized within the past five years;</li> </ul>									
		<del>-</del>	e, or direct the vote or d		)% o	r more of a class of				
equity securities of	equity securities of the issuer;									
<ul> <li>Each executive of issuers; and</li> </ul>										
•	anaging partner	of partnership issuers.								
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	⊠ Executive Officer	☐ Director		General and/or Managing Partner				
Full Name (Last name first,	if individual)									
Stack, Risa										
Business or Residence Addr		•	Code)							
2750 Sand Hill Road, M		<del></del>	5 F	- Discotor		General and/or				
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☑ Executive Officer	☐ Director		Managing Partner				
Full Name (Last name first,	if individual)									
Vassallo, Trae										
Business or Residence Addr	ess (Number and	Street, City, State, Zip	Code)							
2750 Sand Hill Road, M	lenlo Park, CA	94025								
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director		General and/or Managing Partner				
Full Name (Last name first,	if individual)									
Business or Residence Addre	ess (Number and	Street, City, State, Zip	Code)							
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director		General and/or Managing Partner				
Full Name (Last name first,	if individual)									
Business or Residence Addre	ess (Number and	Street, City, State, Zip	Code)	<del></del>						
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director		General and/or Managing Partner				
Full Name (Last name first,	f individual)									
Business or Residence Addre	ess (Number and	Street, City, State, Zip	Code)							
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director		General and/or Managing Partner				
Full Name (Last name first,	Full Name (Last name first, if individual)									
Business or Residence Addre	ess (Number and	Street, City, State, Zip	Code)		<del></del>					
			<del></del>							

A. BASIC IDENTIFICATION DATA

B. INFORMATION ABOUT OFFERING															
1.	Has th	ne issuer s	old, or doe	s the issue	r intend to	sell, to	non-ac	credi	ted investors	in this of	fering?		Yes		√o ⊠
	Answer also in Appendix, Column 2, if filing under ULOE.														
2.	2. What is the minimum investment that will be accepted from any individual?											\$	\$\$100,000.00		
3.	3. Does the offering permit joint ownership of a single unit?										•••••	Yes		40 🗆	
									vill be paid o						
									ith sales of some self-						
(	an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the														
				r or dealer ( individual)			,								
ruii	Ivaille	(Last liai	11151, 11	iliuiviuuai)											
Busin	ness c	r Residen	ce Address	s (Number	and Street	City, S	State, Z	ip Co	ode)	· · · · · · · · · · · · · · · · · · ·					
]	N/A													·	
Nam	e of A	Associated	Broker or	Dealer											
State	o in V	Which Dow	non Listad	Has Solicit	ad an Into	ada ta C	aliait T							<del></del>	
				ck individu		_	-						<b></b>	ПА	Il States
AL	•	AK 🗆	AZ 🗆	AR 🗆	CA 🗆	co [		т 🗆		DC 🗆	FL	☐ GA		н 🗖	ID 🗆
IL		IN 🗆	IA 🗆	KS □	KY 🗆	LA [	⊒ M	E 🗆	MD 🗆	MA □	MI	□ MN		MS □	мо 🗆
MT		NE 🗆	NV 🗆	NH 🗆	NJ 🗆	NM [	) N	Υ□	NC 🗆	ND 🗆	ОН	□ ок		OR 🗆	PA 🗆
RI		sc 🗆	SD 🗆	TN 🗆	TX 🗆	UT [		Т 🗆	VA 🗆	WA 🗆	w	□ W		WY 🗆	PR 🗀
Full 1	Name	(Last nan	ne first, if i	individual)											
Dunis		n Davidan		QIl	1 04	C'+. C	7 7		1.\	<del></del>		<del></del>			
Busn	ness c	r Kesiden	ce Address	(Number	and Street,	City, S	state, Z	ip Co	ide)						
Nam	e of A	Associated	Broker or	Dealer						<del></del>					
				Has Solicit											
															l States
	_								DE 🗆						1D 🗆
		IN [	IA 🗆 NV: 🗆	KS 🗆	KY 🗆	LA [		E	MD [	MA 🗆	MI			MS 🗆	MO 🗆
MT .RI		NE □ SC □	SD 🗆	NH 🗆	N) []	NM [	-	Y 🗆 T 🗆	NC □ VA □	ND 🗆	OH WV	_		OR 🗆 WY 🗆	PA □ PR □
				individual)			<u></u>	<u> </u>		WA 13				- VV 1	
		(2007 11011													
Busin	ness o	r Residen	ce Address	(Number	and Street,	City, S	State, Z	p Co	de)						
Name	e of A	ssociated	Broker or	Dealer						···					
State	s in V	Vhich Pers	on Listed	Has Solicit	ed or Inter	ds to S	olicit P	urcha	asers						
(	Chec	k "All Stat	es" or che	ck individu	ial states)									🗆 Al	1 States
AL		AK 🗆	AZ 🗆	AR 🗆	CA 🗆	CO	_ c	т 🗆	DE 🗆	DC 🗆	FL	□ GA		HI 🗆	ID 🗆
IL		IN 🗆	IA 🗖	ks □	KY 🗆	LA [	_ M	E 🗆	MD 🗆	MA 🗆	MI	□ ми		MS □	мо 🗆
MT		NE 🗆	NV 🗆	NH 🗆	NJ 🗆	NM [		Y 🗆	NC 🗆	ND 🗆	OH			OR 🗆	PA 🗆
RI		sc 🗆	SD 🗆	TN 🗀	TX 🗀	UT [	) V	T 🗆	VA 🗆	WA 🗆	W	□ wi		WY 🗆	PR 🗀

TN D TX D UT D VT D VA D WA D WV D

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

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WY 🗆

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	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AN	D U	SE OF PROCE	EDS	
1.					
	Type of Security	(	Aggregate Offering Price	A	mount Already Sold
	Debt	\$		\$	
	Equity	\$		\$	
	□ Common □ Preferred				
	Convertible Securities (including warrants)	\$		\$	
	Partnership Interests	\$		\$	
	Other (Specify Non-Managing Membership Interests )	. \$	625,000,000	\$	523,000,000
	Total	\$	625,000,000	\$	523,000,000
	Answer also in Appendix, Column 3, if filing under ULOE.				
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if the answer is "none" or "zero."				Aggregate
			Number Investors	_	Aggregate Pollar Amount of Purchases
	Accredited Investors		148	\$	523,000,000
	Non-accredited Investors		0	\$	0
	Total		148	\$	523,000,000
	Answer also in Appendix, Column 4, if filing under ULOE.				
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.		Tune of	n	ollar Amount
	Type of offering		Type of Security	D	Sold
	Rule 505			\$	
	Regulation A		÷	\$	
	Rule 504			\$	
	Total		N/A	\$	N/A
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.				
	Transfer Agent's Fees	•••••	⊠	\$	
	Printing and Engraving Costs		⊠	\$	
	Legal Fees			\$	300,000
	Accounting Fees			\$	
	Engineering Fees			\$	
	Sales Commissions (specify finders' fees separately)			\$	
	Other Expenses (identify) Travel		🛮	\$	120,000
	Trakal			41.	ለግለ በለለ

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS										
	b. Enter the difference between the aggregated Part C - Question 1 and total expenses furnist 4.a. This difference is the "adjusted gross production."	shed in response to Part C	– Qι	uestion	l		\$	624,580,000			
5.	Indicate below the amount of the adjusted proposed to be used for each of the purposes is not known, furnish an estimate and check the total of the payments listed must equal the adforth in response to Part C – Question 4.b above										
	Total in response to 1 art C Question 4.8 above	<b>,</b>			Payments to Officers, Directors & Affiliates			Payments to Others			
	Salaries and fees			\$			\$				
	Purchase of real estate			\$_		_ 🗆	\$				
	Purchase, rental or leasing and installment of r	machinery and equipment		\$			\$				
	Construction or leasing of plant buildings and	facilities		\$			\$				
	Acquisition of other businesses (including involved in this offering that may be used in esecurities of another issuer pursuant to a merge	exchange for the assets or		\$		_	\$				
	Repayment of indebtedness	·		\$			\$				
	Working capital			\$		_ 🛮	\$	624,580,000			
				\$		_	\$				
	Other (specify):			. Q	<u> </u>	_ "	Ф				
				\$			\$				
	Column Totals			\$		_ 🛮	\$	624,580,000			
	Total Payments Listed (column totals added) .	⊠ \$	624	,580,	000_						
		D. FEDERAL SIGNAT	URI	E							
the wr	e issuer has duly caused this notice to be signed following signature constitutes an undertaking ten request of its staff, the information furnishes 502.	g by the issuer to furnish t	o the	U.S.	Securities and	Exchang	ge Co	mmission, upon			
Iss	uer (Print or Type)	Signature	7			Date					
	Kleiner Perkins Caufield & Byers XII, LLC		1		N	March 1,	2006	;			
Na	me of Signer (Print or Type)	Title of Signer (Print or T	ype)					<del> </del>			
•	Therefore E. Schlein A Manager of KPCB XII Associates, LLC, the Manager of the Issuer										

5.

### **ATTENTION**

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)